



QUARTERLY STATEMENT

AS OF JUNE 30, 2014
OF THE CONDITION AND AFFAIRS OF THE

Windsor Health Plan, Inc.

NAIC Group Code	01199	00361	NAIC Company Code	95792	Employer's ID Number	62-1531881
	(Current Period)	(Prior Period)				
Organized under the Laws of	Tennessee			State of Domicile or Port of Entry	Tennessee	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO Federally Qualified? Yes [] No [X]	
Incorporated/Organized	05/14/1993		Commenced Business		01/01/1994	
Statutory Home Office	7100 Commerce Way Suite 285			Brentwood, TN, US 37027		
	(Street and Number)			(City or Town, State, Country and Zip Code)		
Main Administrative Office	8735 Henderson Rd		Tampa, FL, US 33634		813-206-6200	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	8735 Henderson Rd		Tampa, FL, US 33634			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	8735 Henderson Rd		Tampa, FL, US 33634		813-206-6200	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.wellcare.com					
Statutory Statement Contact	Mike Wasik		813-206-2725			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	michael.wasik@wellcare.com		813-675-2899			
	(E-Mail Address)		(FAX Number)			

OFFICERS

Name	Title	Name	Title
Kenneth Alan Burdick #	President	Thomas Lacy Tran	CFO and Treasurer
Maurice Sebastian Hebert	Asst Treasurer and Chief Accounting Officer	Lisa Gonzalez Iglesias	Secretary and General Counsel

OTHER OFFICERS

George David Shafer	State President		
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DIRECTORS OR TRUSTEES

Thomas Lacy Tran	Lisa Gonzalez Iglesias	#	
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State ofFlorida.....
County ofHillsborough.....
SS

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Kenneth Alan Burdick President	Thomas Lacy Tran CFO and Treasurer	Maurice Sebastian Hebert Asst Treasurer and Chief Accounting Officer
Subscribed and sworn to before me this day of , ,		a. Is this an original filing? Yes [X] No [] b. If no: 1. State the amendment number 2. Date filed 3. Number of pages attached

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	9,059,767		9,059,767	9,262,627
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$72,417,381), cash equivalents (\$0) and short-term investments (\$36,653,861)	109,071,242		109,071,242	126,654,876
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	118,131,009	0	118,131,009	135,917,503
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	42,259		42,259	42,002
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	45,661,017		45,661,017	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	6,536,024		6,536,024	17,480,209
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	24,516,977		24,516,977	21,818,170
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	3,384,638		3,384,638	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	3,050,713	3,050,713	0	0
24. Health care (\$18,970,481) and other amounts receivable	22,074,728	3,104,124	18,970,604	19,405,646
25. Aggregate write-ins for other-than-invested assets	148,837	148,837	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	223,546,202	6,303,674	217,242,528	194,663,530
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	223,546,202	6,303,674	217,242,528	194,663,530
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Other non-admitted assets (prepaids)	148,837	148,837	0	0
2502.			0	0
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	148,837	148,837	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	73,809,902		73,809,902	75,459,340
2. Accrued medical incentive pool and bonus amounts	122,745		122,745	1,039,933
3. Unpaid claims adjustment expenses	594,309		594,309	1,763,694
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act			0	699,102
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	1,592,149		1,592,149	548,858
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	1,585,634		1,585,634	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	447,772
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	16,201,428		16,201,428	7,068,935
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	152,044	0	152,044	152,044
24. Total liabilities (Lines 1 to 23).....	94,058,211	0	94,058,211	87,179,678
25. Aggregate write-ins for special surplus funds	XXX	XXX	4,240,000	0
26. Common capital stock	XXX	XXX	1,000,000	1,000,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	113,305,811	113,305,811
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	4,638,506	(6,821,959)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	123,184,317	107,483,852
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	217,242,528	194,663,530
DETAILS OF WRITE-INS				
2301. Unclaimed property payable.....	152,044		152,044	152,044
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	152,044	0	152,044	152,044
2501. 2015 ACA Industry Fee payable.....	XXX	XXX	4,240,000	
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	4,240,000	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	608,384	687,821	1,392,651
2. Net premium income (including \$ non-health premium income).....	XXX	250,384,444	344,540,759	688,971,418
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	250,384,444	344,540,759	688,971,418
Hospital and Medical:				
9. Hospital/medical benefits		178,050,099	225,505,668	433,786,995
10. Other professional services		409,805	0	0
11. Outside referrals			22,465,999	42,219,338
12. Emergency room and out-of-area		5,598,195	8,509,969	17,020,923
13. Prescription drugs		48,273,195	60,097,308	98,909,630
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		(917,188)	540,209	1,314,015
16. Subtotal (Lines 9 to 15)	0	231,414,106	317,119,153	593,250,901
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	231,414,106	317,119,153	593,250,901
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 3,471,212 cost containment expenses.....		6,930,108	14,952,317	26,903,946
21. General administrative expenses.....		5,079,831	34,834,503	70,961,575
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			(27,500,000)	(55,000,000)
23. Total underwriting deductions (Lines 18 through 22)	0	243,424,045	339,405,973	636,116,422
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	6,960,399	5,134,786	52,854,996
25. Net investment income earned		78,882	86,530	170,253
26. Net realized capital gains (losses) less capital gains tax of \$			7,910	7,897
27. Net investment gains (losses) (Lines 25 plus 26)	0	78,882	94,440	178,150
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	7,039,281	5,229,226	53,033,146
31. Federal and foreign income taxes incurred	XXX	2,067,957	0	69,972
32. Net income (loss) (Lines 30 minus 31)	XXX	4,971,324	5,229,226	52,963,174
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	107,483,852	64,045,354	64,045,354
34. Net income or (loss) from Line 32	4,971,324	5,229,226	52,963,174
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	3,384,638	(5,414,927)	(5,414,927)
39. Change in nonadmitted assets	(1,238,245)	(279,411)	(2,456,479)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	8,582,748	0	(1,653,270)
48. Net change in capital and surplus (Lines 34 to 47)	15,700,465	(465,112)	43,438,498
49. Capital and surplus end of reporting period (Line 33 plus 48)	123,184,317	63,580,242	107,483,852
DETAILS OF WRITE-INS			
4701. Reduction of non-admitted receivable.....		0	(1,653,270)
4702. Prior period audit adjustment.....	8,582,748		
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	8,582,748	0	(1,653,270)

CASH FLOW

	1	2	3
	Current Year	Prior Year	Prior Year Ended
	To Date	To Date	December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	214,968,509	327,737,102	703,573,228
2. Net investment income	124,856	153,999	299,258
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	215,093,365	327,891,101	703,872,486
5. Benefit and loss related payments	233,545,567	314,093,670	607,246,271
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	14,834,839	43,168,649	116,689,314
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	482,323	(1,148,814)	(1,078,842)
10. Total (Lines 5 through 9)	248,862,729	356,113,505	722,856,743
11. Net cash from operations (Line 4 minus Line 10)	(33,769,364)	(28,222,404)	(18,984,257)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	156,785	398,373	8,864,840
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	7,910	7,897
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	156,785	406,283	8,872,737
13. Cost of investments acquired (long-term only):			
13.1 Bonds	156	0	4,050,688
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	1,850,375	1,850,375
13.7 Total investments acquired (Lines 13.1 to 13.6)	156	1,850,375	5,901,063
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	156,629	(1,444,092)	2,971,674
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	16,029,101	109,875,845	98,376,899
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	16,029,101	109,875,845	98,376,899
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(17,583,634)	80,209,349	82,364,316
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	126,654,876	44,290,560	44,290,560
19.2 End of period (Line 18 plus Line 19.1)	109,071,242	124,499,909	126,654,876

STATEMENT AS OF JUNE 30, 2014 OF THE Windsor Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	118,417	.0	.0	.0	.0	.0	.0	.57,611	.0	.60,806
2. First Quarter	102,587	.0	.0	.0	.0	.0	.0	.38,275	.0	.64,312
3. Second Quarter .....	.99,192	.0	.0	.0	.0	.0	.0	.36,891	.0	.62,301
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	608,384							226,660		381,724
Total Member Ambulatory Encounters for Period:										
7. Physician	240,067							240,067		
8. Non-Physician	76,896							76,896		
9. Total	316,963	0	0	0	0	0	0	316,963	0	0
10. Hospital Patient Days Incurred	42,572							42,572		
11. Number of Inpatient Admissions	5,529							5,529		
12. Health Premiums Written (a).....	250,384,444							211,005,831		39,378,613
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	250,384,444							211,005,831		39,378,613
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	232,628,379							191,578,674		41,049,705
18. Amount Incurred for Provision of Health Care Services	231,414,106							190,690,813		40,723,293

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 250,384,444

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					.....0	.....0
2. Medicare Supplement .....					.....0	.....0
3. Dental only .....					.....0	.....0
4. Vision only .....					.....0	.....0
5. Federal Employees Health Benefits Plan .....					.....0	.....0
6. Title XVIII - Medicare .....	.....58,567,617	.....136,630,261	.....3,225,266	.....59,185,002	.....61,792,883	.....66,000,144
7. Title XIX - Medicaid .....					.....0	.....0
8. Other health .....	.....9,202,722	.....29,580,132		.....11,399,634	.....9,202,722	.....9,459,196
9. Health subtotal (Lines 1 to 8).....	.....67,770,339	.....166,210,393	.....3,225,266	.....70,584,636	.....70,995,605	.....75,459,340
10. Health care receivables (a) .....					.....0	.....0
11. Other non-health .....					.....0	.....0
12. Medical incentive pools and bonus amounts .....	.....122,745	.....(122,745)		.....122,745	.....122,745	.....1,039,933
13. Totals (Lines 9-10+11+12)	67,893,084	166,087,648	3,225,266	70,707,381	71,118,350	76,499,273

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Windsor Health Plan, Inc. (the “Company”), domiciled in the state of Tennessee, are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance (the “Department”).

The Department recognizes only statutory accounting practices prescribed or permitted by the state of Tennessee for determining and reporting the financial condition and results of operations of an insurance company for determining its solvency under Tennessee insurance law. The National Association of Insurance Commissioners Accounting Practices and Procedures manual, (“NAIC SAP”) has been adopted as a component of prescribed or permitted practices by the state of Tennessee. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. These modifications had no affect on statutory surplus.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Tennessee is shown below:

	For the six month period ended June 30,	
	<u>2014</u>	<u>2013</u>
Net Income - Tennessee Basis	\$ 4,971,324	\$ 5,229,226
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Net Income - NAIC SAP	<u>\$ 4,971,324</u>	<u>\$ 5,229,226</u>

	Balance at	
	<u>June 30, 2014</u>	<u>December 31, 2013</u>
Statutory Capital and Surplus - Tennessee Basis	\$ 123,184,317	\$ 107,483,852
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Statutory Capital and Surplus - NAIC SAP	<u>\$ 123,184,317</u>	<u>\$ 107,483,852</u>

B. Uses of Estimates in the Preparation of the Financial Statements.
No significant change.

C. Accounting Policy
No significant change.

2. Accounting Changes and Correction of Errors
An adjustment resulting from the independent audit of the December 31, 2013 financial statements amounting to \$8,582,748 relating to an increase in premiums receivable was made subsequent to the filing of the 2013 Annual Statement. This adjustment has been reflected as prior period adjustment directly increasing capital and surplus in the amount of \$8,582,748, for the period ended December 31, 2013 in accordance with Statement of Statutory Accounting Principle (“SSAP”) No. 3, “Accounting Changes and Corrections of Errors”.

3. Business Combinations and Goodwill
No significant change.

4. Discontinued Operations
None.

5. Investments
A. Mortgage Loans, including Mezzanine Real Estate Loans – No significant change.
B. Debt Restructuring – No significant change.
C. Reverse Mortgages – No significant change.

D. Loan-Backed Securities

<u>Sector</u>	<u>Book Value</u>	<u>Fair Value</u>
Asset backed securities (ABS)	\$ -	\$ -
Commercial mortgage obligations (CMO)	-	-
Mortgage backed securities (MBS)	1,309,948	1,353,527
Total loan backed securities	<u>\$ 1,309,948</u>	<u>\$ 1,353,527</u>

NOTES TO FINANCIAL STATEMENTS

1. All single class and multiclass mortgage-backed/asset-backed securities are adjusted for the effects of changes in prepayment assumptions on the related accretion of discount or amortization of premium of such securities using either the retrospective or prospective methods. All prepayment rates (Conditional Prepayment Rate and Prepayment Speed Assumptions) as well as corresponding principal prepayment start and end dates are provided by a proprietary prepayment modeling system.
2. The company did not recognize other-than-temporary impairment during the year.
3. There were no impairments during the year.
4. Securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss:
 - a. The aggregate amount of unrealized losses:
 1. Less than 12 months \$0
 2. 12 months or longer \$0
 - b. The aggregate related fair value of securities with unrealized losses:
 1. Less than 12 months \$0
 2. 12 months or longer \$0
5. WellCare's Treasury department handles all securities and has authority to make investments on behalf of the Company within corporate investment guidelines. The Company views the unrealized losses above as temporary fluctuations in the market based on investment market analysis performed by its investment advisor / broker dealer, Oppenheimer. Decision as to which securities are to be impaired for the first time is determined by WellCare's data management department (Treasury) and additional analysis from Oppenheimer. Based on these results, recommendation for impairments are reviewed by Accounting and then submitted to senior management for approval. Approved impairments are implemented by the Accounting department on a GAAP and Statutory basis.

The company only invests in fixed income securities and cash. These types of investments are generally easy to price and currently the Company does not hold any securities for which estimating fair value in accordance with SSAP 27 is not practical.

- E. Repurchase Agreements - Not applicable.
- F. Real Estate Impairments and Retail Land Sales – No significant change..
- G. Low Income Housing Tax Credits - No significant change.
- H. Restricted Assets – No significant change.
- I. Working Capital Finance Investments – Not applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

No significant change.

8. Derivative Instruments

None.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties.

A. Nature of relationships.

All outstanding shares of the Company are owned by the Parent Company, The WellCare Management Group, Inc. which is owned by WCG Health Management, Inc. which is in turned owned by WellCare Health Plans, Inc., an insurance holding company domiciled in the State of Delaware. On September 5, 2013, Munich Re announced the Company was purchased by WellCare Health Plans, Inc. for an undisclosed amount and subject to regulatory approvals. On January 1, 2014, the sale transaction closed.

G. Nature of relationships that could affect operations.

All outstanding shares of the Company are owned by the Parent Company, The WellCare Management Group, Inc. which is owned by WCG Health Management, Inc. which is in turned owned by WellCare Health Plans, Inc., an insurance holding company domiciled in the State of Delaware. On September 5, 2013, Munich Re announced the Company was purchased by WellCare Health Plans, Inc. for an undisclosed amount and subject to regulatory approvals. On January 1, 2014, the sale transaction closed. In accordance with the terms of the transaction, Munich Re has retained the obligation for the health insurance industry fee imposed by the Affordable Care Act and payable in September 2014; therefore, the Company has not recognized this obligation in its financial statements. See Footnote 21 regarding the 2015 Affordable Care Act ("ACA") fee.

11. Debt

None.

12. Retirement Plans, Deferred Compensation, Etc.

No significant change.

13. Capital and Surplus, Shareholder' Dividend Restrictions and Quasi-Reorganizations.

No significant change.

14. Contingencies

- A. Contingent Commitments – No significant change.

NOTES TO FINANCIAL STATEMENTS

B. Assessments – No significant change.

C. Gain Contingencies – No significant change.

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming From Lawsuits - No significant change.

E. All Other Contingencies – The Company's ultimate parent, WellCare, is a party to a number of legal actions and regulatory investigations. These matters do not directly involve the Company and management does not expect the matters to have an impact on the Company's financial position.

15. Leases

No significant change.

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk.

No significant change.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities.

None.

18. Gain or Loss to the Reporting Entity From Uninsured Plans and the Uninsured Portion of Partially Insured Plans.

No significant change.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.

No significant change.

20. Fair Value Measurement

The Company has no assets disclosed at fair value at June 30, 2014.

21. Other Items

ACA Annual Fee

Beginning January 31, 2014 and each year thereafter, the estimate for the following years fee is accrued monthly and separately segregated within surplus as an aggregate write-in. The estimated 2015 fee of \$4,240,000 is reported on Line 25 of Page 3, Liabilities, Capital and Surplus, Aggregate write-ins for special surplus funds.

22. Events Subsequent

None.

23. Reinsurance.

None.

24. Retrospectively Rated Contracts

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

The estimated cost of claims expense attributable to insured events of the prior year decreased by \$5,380,923 during 2014. This is approximately 7% of unpaid claims expenses of \$75,459,340 as of December 31, 2013. Excluding the prior period development related to the release of the provision for moderately adverse conditions, medical benefits expense for the period ending June 30, 2014 was impacted by approximately \$1,610,725 of net unfavorable development related to prior years.

Statement of Statutory Accounting Principles (SSAP) No. 85 – *Claim Adjustment Expenses* requires that claim adjustment expenses, including legal expenses, be subdivided into cost containment expenses and other claim adjustment expenses. Cost containment expenses are intended to reduce the number of health services provided or the cost of such services. Other claim adjustment expenses are all other costs which do not meet the definition of cost containment expenses. Cost containment expenses were \$3,471,212 for the six month period ending June 30, 2014.

26. Intercompany Pooling.

No significant change.

27. Structured Settlements

None.

28. Health Care Receivables.

No significant change.

29. Participating Policies

None.

30. Premium Deficiency Reserves

NOTES TO FINANCIAL STATEMENTS

None.

31. Anticipated Salvage and Subrogation.

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☒ No ☐
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☒ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes ☒ No ☐
- If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- 3.3

If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☐ NA ☒
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2012
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2012
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/19/2014
- 6.4

By what department or departments?

Tennessee Department of Commerce and Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [X] No []

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
Minor revisions and clarifications of existing provisions. Adopted by Board of Directors on June 25, 2014.....

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?..... Yes [] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0

13. Amount of real estate and mortgages held in short-term investments:\$0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]

14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []

If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$
- 16.3 Total payable for securities lending reported on the liability page

\$

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?
- Yes ☒ No ☐

- 17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1	2
Name of Custodian(s)	Custodian Address
State Street Bank & Trust.....	Chicago, IL.....

- 17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
- Yes ☐ No ☒

- 17.4 If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

- 17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
.....	Oppenheimer.....	New York, NY.....

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?
- Yes ☒ No ☐

- 18.2 If no, list exceptions:
-

GENERAL INTERROGATORIES
PART 2 - HEALTH

1.	Operating Percentages:	
1.1	A&H loss percent.....	93.8 %
1.2	A&H cost containment percent	1.4 %
1.3	A&H expense percent excluding cost containment expenses.....	3.4 %
2.1	Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$
2.3	Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$

STATEMENT AS OF JUNE 30, 2014 OF THE Windsor Health Plan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

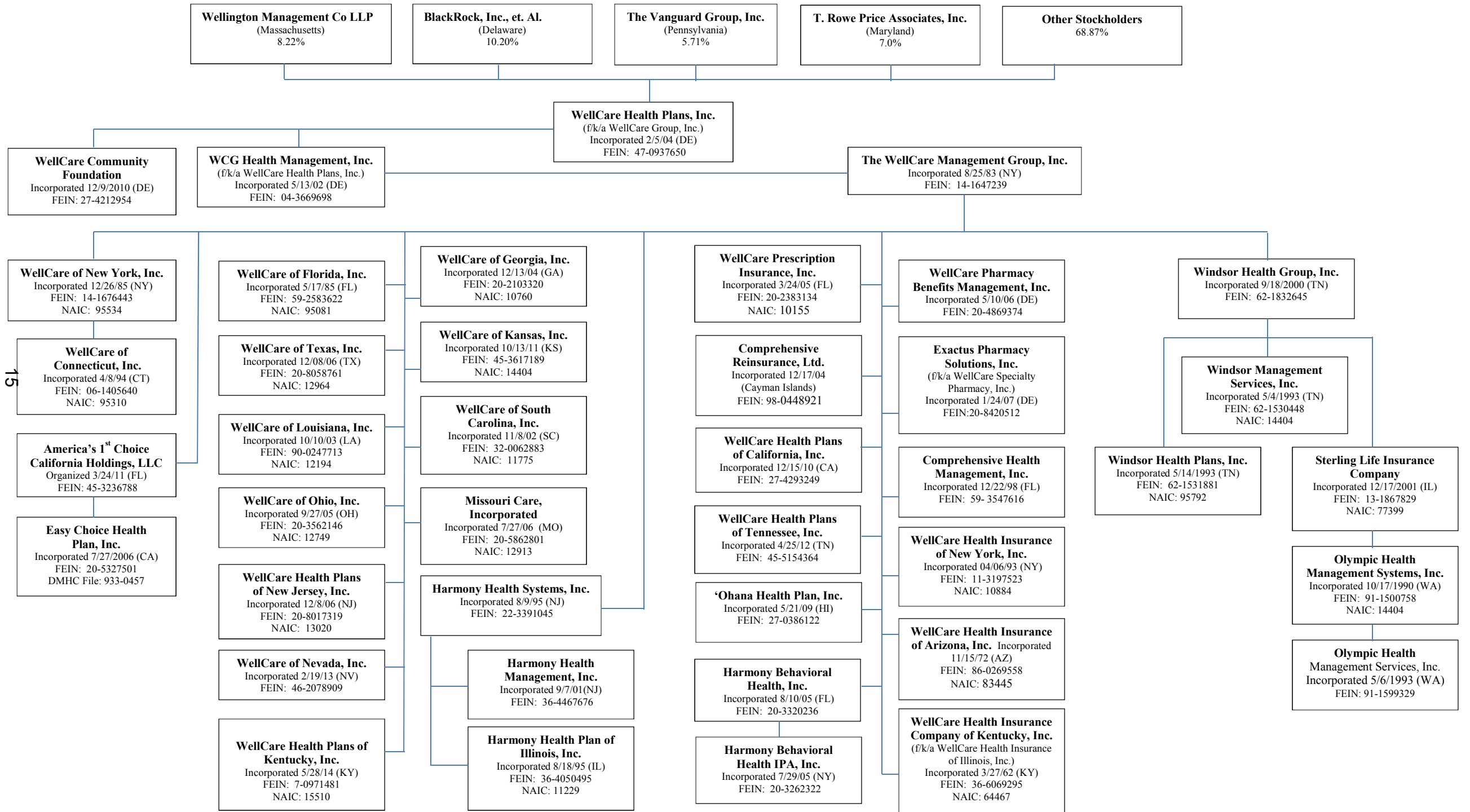
1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
			NONE					

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1 Active Status	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
1. Alabama	AL	L 6,889,090						6,889,090		
2. Alaska	AK							0		
3. Arizona	AZ							0		
4. Arkansas	AR	L 3,445,220	45,059,297					48,504,517		
5. California	CA							0		
6. Colorado	CO							0		
7. Connecticut	CT							0		
8. Delaware	DE							0		
9. Dist. Columbia	DC							0		
10. Florida	FL							0		
11. Georgia	GA							0		
12. Hawaii	HI							0		
13. Idaho	ID	L						0		
14. Illinois	IL							0		
15. Indiana	IN							0		
16. Iowa	IA							0		
17. Kansas	KS							0		
18. Kentucky	KY							0		
19. Louisiana	LA							0		
20. Maine	ME							0		
21. Maryland	MD							0		
22. Massachusetts	MA							0		
23. Michigan	MI							0		
24. Minnesota	MN							0		
25. Mississippi	MS	L 8,081,565	94,341,635					102,423,200		
26. Missouri	MO	L 3,328,542						3,328,542		
27. Montana	MT	L						0		
28. Nebraska	NE							0		
29. Nevada	NV							0		
30. New Hampshire	NH							0		
31. New Jersey	NJ							0		
32. New Mexico	NM							0		
33. New York	NY							0		
34. North Carolina	NC							0		
35. North Dakota	ND							0		
36. Ohio	OH							0		
37. Oklahoma	OK	L						0		
38. Oregon	OR							0		
39. Pennsylvania	PA							0		
40. Rhode Island	RI							0		
41. South Carolina	SC	L 5,543,590	15,924,871					21,468,461		
42. South Dakota	SD							0		
43. Tennessee	TN	L 8,710,810	55,680,028					64,390,838		
44. Texas	TX							0		
45. Utah	UT							0		
46. Vermont	VT							0		
47. Virginia	VA	L 3,379,796						3,379,796		
48. Washington	WA							0		
49. West Virginia	WV							0		
50. Wisconsin	WI							0		
51. Wyoming	WY							0		
52. American Samoa	AS							0		
53. Guam	GU							0		
54. Puerto Rico	PR							0		
55. U.S. Virgin Islands	VI							0		
56. Northern Mariana Islands	MP							0		
57. Canada	CAN							0		
58. Aggregate other alien	OT	XXX 0	0	0	0	0	0	0	0	0
59. Subtotal	XXX	39,378,613	211,005,831	0	0	0	0	250,384,444	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 10	39,378,613	211,005,831	0	0	0	0	250,384,444	0	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

The WellCare Group of Companies as of June 30, 2014



SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01199.....	WellCare Health Plans Inc.....	95310.....	14-1647239.....				WellCare of Connecticut Inc.....	CT.....	IA.....	WellCare of New York, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	95081.....	59-2583622.....				WellCare of Florida Inc.....	FL.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	59-3547616.....				Comprehensive Health Management Inc.....	FL.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	14-1647239.....				The WellCare Management Group, Inc.....	NY.....	UIP.....	WCG Health Management, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	95534.....	14-1676443.....				WellCare of New York Inc.....	NY.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	20-3320236.....				Harmony Behavioral Health Inc.....	FL.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	11229.....	36-4050495.....				Harmony Health Plan of Illinois Inc.....	IL.....	IA.....	Harmony Health Systems, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	12194.....	90-0247713.....				WellCare of Louisiana Inc.....	LA.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	22-3391045.....				Harmony Health Systems Inc.....	IL.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	36-4467676.....				Harmony Health Management Inc.....	IL.....	NIA.....	Harmony Health Systems, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	47-0937650.....		0001279363	NYSE	WellCare Health Plans Inc.....	FL.....	UIP.....	Shareholders.....				
01199.....	WellCare Health Plans Inc.....	00000.....	04-3669698.....				WCG Health Management Inc.....	FL.....	UIP.....	WellCare Health Plans, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	10760.....	20-2103320.....				WellCare of Georgia Inc.....	GA.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	98-0448921.....				Comprehensive Reinsurance Ltd.....	CYM.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	10155.....	20-2383134.....				WellCare Prescription Insurance Inc.....	FL.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	12749.....	20-3562146.....				WellCare of Ohio Inc.....	OH.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	20-3262322.....				Harmony Behavioral Health IPA Inc.....	NY.....	NIA.....	Harmony Behavioral Health, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	20-4869374.....				WellCare Pharmacy Benefits Management In.....	DE.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	83445.....	86-0269558.....				WellCare Health Insurance of Arizona Inc.....	AZ.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	64467.....	36-6069295.....				WellCare Health Insurance Company of Kentucky Inc.....	KY.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	12956.....	11-3197523.....				WellCare Health Insurance of New York Inc.....	NY.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	13020.....	20-8017319.....				WellCare Health Plans of New Jersey Inc.....	NJ.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	12964.....	20-8058761.....				WellCare of Texas Inc.....	TX.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	20-8420512.....				Exactus Pharmacy Solutions, Inc.....	DE.....	NIA.....	WellCare Pharmacy Benefits Management.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01199.....	WellCare Health Plans Inc.....	00000.....	27-0386122.....				Ohana Health Plans, Inc.....	..HI.....	..IA.....	The WellCare Management Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	27-4293249.....				WellCare Health Plans of California, Inc.....	..CA.....	..IA.....	The WellCare Management Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	14404.....	45-3617189.....				WellCare of Kansas, Inc.....	..KS.....	..IA.....	The WellCare Management Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	45-5154364.....				WellCare Health Plans of Tennessee, Inc.....	..TN.....	..IA.....	The WellCare Management Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	45-3236788.....				America's 1st Choice California Holdings, LLC.....	..FL.....	..NIA.....	The WellCare Management Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	20-5327501.....				Easy Choice Health Plan, Inc.....	..CA.....	..IA.....	America's 1st Choice California Holdings, LLC.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	11775.....	32-0062883.....				WellCare of South Carolina, Inc.....	..SC.....	..IA.....	The WellCare Management Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	46-2078909.....				WellCare of Nevada, Inc.....	..NV.....	..IA.....	The WellCare Management Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	12913.....	20-5862801.....				Missouri Care, Incorporated.....	..MO.....	..IA.....	The WellCare Management Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	27-4212954.....				The WellCare Community Foundation.....	..DE.....	..NIA.....	WellCare Health Plans, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	62-1832645.....				Windsor Health Group, Inc.....	..TN.....	..UDP.....	The WellCare Management Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	62-1530448.....				Windsor Management Services, Inc.....	..TN.....	..NIA.....	Windsor Health Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	95792.....	62-1531881.....				Windsor Health Plans, Inc.....	..TN.....	..IA.....	Windsor Health Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	77399.....	13-1867829.....				Sterling Life Insurance Company.....	..IL.....	..IA.....	Windsor Health Group, Inc.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	91-1500758.....				Olympic Health Management Systems, Inc.....	..WA.....	..NIA.....	Sterling Life Insurance Company.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	91-1599329.....				Olympic Health Management Services, Inc.....	..WA.....	..NIA.....	Sterling Life Insurance Company.....	Ownership.....	.....100.0	WellCare Health Plans, Inc.....	

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....YES.....

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other-than-temporary impairment recognized		0
8. Deduct current year's depreciation		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other-than-temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other-than-temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	9,262,627	14,200,111
2. Cost of bonds and stocks acquired	156	4,050,688
3. Accrual of discount	606	821
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	(8,924)	0
6. Deduct consideration for bonds and stocks disposed of	156,785	8,864,840
7. Deduct amortization of premium	37,912	124,153
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other-than-temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	9,059,767	9,262,627
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	9,059,767	9,262,627

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	107,182,572	82,135,616	143,585,622	(18,938)	107,182,572	45,713,628	0	134,177,219
2. NAIC 2 (a).....	0				0	0	0	0
3. NAIC 3 (a).....	0				0	0	0	0
4. NAIC 4 (a).....	0				0	0	0	0
5. NAIC 5 (a).....	0				0	0	0	0
6. NAIC 6 (a).....	0				0	0	0	0
7. Total Bonds	107,182,572	82,135,616	143,585,622	(18,938)	107,182,572	45,713,628	0	134,177,219
PREFERRED STOCK								
8. NAIC 1	0				0	0	0	0
9. NAIC 2	0				0	0	0	0
10. NAIC 3	0				0	0	0	0
11. NAIC 4	0				0	0	0	0
12. NAIC 5	0				0	0	0	0
13. NAIC 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	107,182,572	82,135,616	143,585,622	(18,938)	107,182,572	45,713,628	0	134,177,219

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$;
NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	36,653,861	XXX	36,653,861	991	

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	124,914,592	21,603,306
2. Cost of short-term investments acquired	170,694,523	713,984,695
3. Accrual of discount		13,969
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		7,898
6. Deduct consideration received on disposals	258,955,254	610,695,276
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other-than-temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	36,653,861	124,914,592
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	36,653,861	124,914,592

Schedule DB - Part A - Verification
NONE

Schedule DB - Part B - Verification
NONE

Schedule DB - Part C - Section 1
NONE

Schedule DB - Part C - Section 2
NONE

Schedule DB - Verification
NONE

Schedule E - Verification
NONE

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 2
NONE

Schedule B - Part 3
NONE

Schedule BA - Part 2
NONE

Schedule BA - Part 3
NONE

E04

E04

E04

E04

E04

SCHEDULE D - PART 4

[illegible]

E05

Schedule DB - Part A - Section 1
NONE

Schedule DB - Part B - Section 1
NONE

Schedule DB - Part D - Section 1
NONE

Schedule DB - Part D - Section 2
NONE

Schedule DL - Part 1
NONE

Schedule DL - Part 2
NONE

STATEMENT AS OF JUNE 30, 2014 OF THE Windsor Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter							
1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total Cash Equivalents					0	0	0



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2014 OF THE Windsor Health Plan, Inc.
MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code.....01199

NAIC Company Code.....95792

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected.....	35,671,359	XXX		XXX	35,671,359
2. Earned Premiums	27,022,845	XXX		XXX	XXX
3. Claims Paid.....	41,049,705	XXX		XXX	41,049,705
4. Claims Incurred.....	40,723,293	XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing – Claims Paid Net of Reimbursements Applied (a).....	XXX		XXX		0
6. Aggregate Policy Reserves - Change.....	(12,355,768)	XXX		XXX	XXX
7. Expenses Paid.....	1,770,668	XXX		XXX	1,770,668
8. Expenses Incurred.....	1,770,668	XXX		XXX	XXX
9. Underwriting Gain or Loss.....	(3,115,348)	XXX	0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	(7,149,014)

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$24,516,977 due from CMS or \$due to CMS